

## RECORD OF PROCEEDINGS

### MINUTES OF A SPECIAL MEETING OF THE BOARD OF DIRECTORS OF THE DUS METROPOLITAN DISTRICT NO. 1 HELD NOVEMBER 3, 2021

A special meeting of the Board of Directors (“**Board**”) of the DUS Metropolitan District No. 1 (“**District**”) was convened on Wednesday, November 3, 2021, at 8:30 a.m. This District Board meeting was held via Zoom videoconference. The meeting was open to the public.

#### ATTENDANCE

##### Directors In Attendance Were:

Frank Cannon, President  
Donna Blair, Secretary  
Amy Cara, Treasurer  
Mark Falcone, Assistant Secretary  
Jay Lambiotte, Assistant Secretary

##### Also present were:

Elisabeth A. Cortese, Esq. and Emily Murphy, Esq.; McGeady Becher P.C.  
Debra Sedgeley; CliftonLarsonAllen LLP (“**CLA**”)  
Matt Schartz; Continuum Partners

#### ADMINISTRATIVE MATTERS

Disclosure of Potential Conflicts of Interest: A quorum for the meeting was confirmed and the Board discussed the requirements of Colorado law to disclose any potential conflicts of interest or potential breaches of fiduciary duty of the Board of Directors to the Secretary of State. The members of the Board were requested to disclose any potential conflicts of interest with regard to any matters scheduled for discussion at this meeting and incorporated for the record those applicable disclosures made by the Board members prior to this meeting in accordance with statute. It was noted by Attorney Cortese that disclosures of potential conflicts of interest were filed with the Secretary of State for all Directors.

Agenda: The Board reviewed the Agenda for the District’s special meeting. Following discussion, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board approved the Agenda.

Meeting Location and Posting of Notices: The Board entered into a discussion regarding the requirements of Section 32-1-903(1), C.R.S., concerning the location of the District’s Board meeting. Following discussion, upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board determined to

conduct this meeting via Zoom videoconference and encouraged public participation via Zoom. The Board noted that notice of this meeting and Zoom meeting information was duly posted and the Board had not received any objections to the Zoom meeting or any requests that the meeting be changed by taxpaying electors within the District's boundaries.

Public Comment: No public comment.

Meeting Minutes: The Board reviewed the May 17, 2021 Special Meeting Minutes. Upon motion duly made by Director Blair, seconded by Director Falcone, and upon vote unanimously carried, the Board approved the May 17, 2021 Special Meeting Minutes.

Resolution Establishing Regular Meeting Dates, Time, and Location, Establishing District Website and Designating Location for Posting of 24-Hour Notices: The Board discussed the business to be conducted in 2022 and scheduled regular meetings for May 18, 2022 and November 2, 2022 at 8:00 a.m., to be held virtually. Following discussion, upon motion duly made by Director Blair, seconded by Director Cara, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-01, Establishing Regular Meeting Dates, Time, and Location, Establishing District Website and Designating Location for Posting of 24-Hour Notices.

District's Website: Attorney Cortese discussed with the Board the status of the District's website, noting it was unlikely that the Colorado Statewide Internet Portal Authority would be able to meet the statutory deadline by which to establish the District's website.

Engagement of Archipelago Web Inc. or Other Provider for Website Creation and Maintenance Services: The Board discussed the engagement of Archipelago Web Inc. or other provider for website creation and maintenance services.

Following discussion, upon motion duly made by Director Blair, seconded by Director Cannon, and upon vote unanimously carried, the Board approved the engagement of Archipelago Web Inc. for website creation and maintenance services.

Termination of the Eligible Governmental Entity Agreement ("EGE Agreement") with the Colorado Statewide Internet Portal Authority for Website Services: The Board discussed the termination of the EGE Agreement with the Colorado Statewide Internet Portal Authority for website services.

Following discussion, upon motion duly made by Director Blair, seconded by Director Cannon, and upon vote unanimously carried, the Board

approved the termination of the EGE Agreement with the Colorado Statewide Internet Portal Authority for website services.

## FINANCIAL MATTERS

Master Service Agreement and Statement of Work for Accounting Services: Ms. Sedgeley reviewed the proposed Master Service Agreement and Statement of Work for Accounting Services between the District and CLA (collectively, the “MSA”) with the Board. Following discussion, upon motion duly made by Director Falcone, seconded by Director Cara, and upon vote unanimously carried, the Board approved the MSA.

Unaudited Financial Statements and Statement of Cash Position: Ms. Sedgeley reviewed the Unaudited Financial Statements and Statement of Cash Position for the period ending September 30, 2021 with the Board. Following discussion, upon motion duly made by Director Cara, seconded by Director Falcone, and upon vote unanimously carried, the Board accepted the Unaudited Financial Statements and Statement of Cash Position as presented.

Payment of Claims: Ms. Sedgeley presented for the Board’s review and consideration a statement of claims for the District. Following review, upon motion duly made by Director Cara, seconded by Director Falcone, and upon vote unanimously carried, the Board ratified approval of the payment of the claims in the amount of \$561,086.04.

District Insurance and Special District Association (“SDA”) Renewal: The Board discussed renewal of District insurance and SDA Membership for 2022. Following discussion, upon motion duly made by Director Falcone, seconded by Director Blair, and upon vote unanimously carried, the Board approved the renewal of District insurance and SDA Membership for 2022.

2021 Budget Amendment Hearing: The President opened the public hearing to consider the proposed 2021 Budget Amendment and discuss related issues.

It was noted that a Notice stating that the Board would consider adoption of the 2021 Budget Amendment and the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

It was determined that an amendment to the 2021 Budget was not required at this time.

2022 Budget Hearing: The President opened the public hearing to consider the proposed 2022 Budget and discuss related issues.

It was noted that Notice stating that the Board would consider adoption of the 2022 Budget and the date, time and place of the public hearing was published in a newspaper having general circulation within the District, in accordance with statutory requirements. No written objections were received prior to the public hearing.

No public comments were received, and the public hearing was closed.

Ms. Sedgeley reviewed the proposed 2022 Budget with the Board. Following discussion, the Board considered the adoption of the Resolution No. 2021-11-02 to Adopt the 2022 Budget and Appropriate Sums of Money and Resolution No. 2021-11-03 to Set Mill Levies (zero mills). Upon motion duly made by Director Falcone, seconded by Director Cara and, upon vote, unanimously carried, Resolution Nos. 2021-11-02 and 2021-11-03 were adopted, as discussed, and execution of the Certification of Budget and Certification of Zero Mill Levies was authorized, subject to receipt of final Certification of Assessed Valuation from the County on or before December 10, 2021. The District Accountant was authorized to transmit the Certification of Mill Levies to the Denver County Assessor, no later than December 15, 2021. District Counsel was authorized to transmit the Certification of Budget to the Division of Local Government no later than January 31, 2022.

DLG-70 Mill Levy Certification Form: Following discussion, upon motion duly made by Director Lambiotte, seconded by Director Cara, and upon vote unanimously carried, the Board authorized the District Accountant to prepare and sign the DLG-70 mill levy certification form, for certification to the Denver County Assessor and other interested parties.

2023 Budget Preparation: Following discussion, upon motion duly made by Director Falcone, seconded by Director Cara, and upon vote unanimously carried, the Board appointed the District Accountant to prepare the 2023 budget and directed that the 2023 draft budget be the same as the 2022 adopted budget unless a Board member provides input to otherwise adjust those assumptions.

Engagement of Auditor to Perform 2021 Audit: Ms. Sedgeley discussed Audit requirements with the Board and advised that the District will need a 2021 Audit performed. Following discussion, upon motion duly made by Director Cara, seconded by Director Cannon, and upon vote unanimously carried, the Board approved the engagement of Simmons & Wheeler, P.C., to perform the 2021 Audit.

## LEGAL MATTERS

Security Matters / Executive Session, if necessary: The Board did not convene in Executive Session.

May 3, 2022 Regular Directors' Election: The Board discussed the May 3, 2022 Regular Directors' election regarding new legislative requirements.

Following review and discussion, upon motion duly made by Director Falcone, seconded by Director Blair, and upon vote unanimously carried, the Board adopted Resolution No. 2021-11-04; Resolution Calling a Regular Election for Directors on May 3, 2022, appointing the Designated Election Official ("DEO"), and authorizing the DEO to perform all tasks required for the conduct of a mail ballot election.

DEO Services: Following discussion, upon motion duly made by Director Falcone, seconded by Director Blair, and upon vote unanimously carried, the Board authorized the District President to obtain proposals and select DEO provider.

District Transparency Notice: Attorney Cortese discussed the special district transparency requirements of Section 32-1-809, C.R.S., with the Board. Following discussion, the Board directed District Counsel to post the special district transparency notice on the SDA website.

2021 Legislative Updates: Attorney Cortese discussed legislative updates with the Board.

## CAPITAL IMPROVEMENTS

The Board discussed potential enhancements to certain areas within the boundaries of the District. No action was taken by the Board.

## OPERATIONS AND MAINTENANCE

Change Order No. 5 to Service Agreement for Landscape Maintenance Program: The Board reviewed Change Order No. 5 to the Service Agreement for Landscape Maintenance Program with Western Proscapes, Inc. ("Change Order No. 5"). Following discussion, upon motion duly made by Director Blair, seconded by Director Lambiotte, and upon vote unanimously carried, the Board approved Change Order No. 5.

Change Order No. 1 to Service Agreement for Holiday Lighting: The Board reviewed Change Order No. 1 to the Service Agreement for Holiday Lighting with Elevation Holiday Lighting LLC ("Change Order No. 1"). Following discussion, upon motion duly made by Director Blair, seconded by Director Lambiotte, and upon vote unanimously carried, the Board approved Change Order No. 1.

### **Tail Tracks Plaza:**

Change Order No. 6 to Intergovernmental Agreement for Services with the Downtown Denver Business Improvement District (“BID”): Following discussion, upon a motion duly made by Director Blair, seconded by Director Cara, and upon vote unanimously carried, the Board approved Change Order No. 6 to Intergovernmental Agreement for Services with the BID for 2022 services.

Change Order No. 7 to Intergovernmental Agreement for Services with the BID: Following discussion, the Board determined no action was necessary at this time.

Dog Relief Area Facilities Acquisition Agreement: There was no update on this matter.

Encroachment Permit(s): There was no update on this matter.

Potential engagement of consultants for additional Tail Tracks Plaza services: The Board deferred discussion on the following items relative to Tail Tracks Plaza (“**Plaza**”):

- Option to deter skateboarding on the planters within the Plaza.
- Potential art installation opportunities for the Plaza.
- Shade structures in lieu of swings.
- Options for enhancing landscape wall surfaces.

Landscaping Enhancements on north and south sidewalk areas: The Board deferred discussion.

Vending Policy: There was no update on this matter.

Preparation of District O&M Map: There was no update on this matter.

### **OTHER BUSINESS**

Annual Meeting: It was noted that Notice of the public meeting was published as required under the District’s Service Plan.

### **ADJOURNMENT**

Upon motion duly made by Director Cannon, seconded by Director Falcone, and upon vote unanimously carried, the Board adjourned the meeting.

The foregoing record constitutes a true and correct copy of the Minutes of the above-referenced meeting.



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Donna Blair, Secretary